

**Amended and Restated By-Laws of
Briargrove Elementary Parent Teacher Organization (PTO)
A Texas Non-Profit Corporation**

Adopted September 25, 2014

ARTICLE I

Name

1.01 Name.

The name of this organization is the Briargrove Elementary Parent-Teacher Organization (PTO).

ARTICLE II

Purposes

2.01 Purposes.

The purposes for which the PTO is organized are as follows:

(a) To promote the welfare of children in home, school, and community.

(b) To raise the standards of home life.

(c) To bring into closer relationship the home and the school, that parents and teachers may cooperate intellectually in the education of children and youth.

(d) To develop between the educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental and social education.

ARTICLE III

Offices

3.01 Principle Office.

The principle office of the PTO shall be located in Houston, Harris County, Texas.

3.02 Registered Office and Registered Agent

The PTO shall have and continuously maintain in the State of Texas a registered agent whose office is identical with such registered office, as required by the Texas Non-Profit Corporation Act. The registered office may be, but not need be, identical with the principal office of the PTO, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE IV

Policies

4.01 Administration.

The purposes of the PTO shall be carried out through conferences, committee meetings and projects. The PTO shall not seek to direct the administrative activities of the schools or to control their policies.

4.02 Non-Commercial.

The PTO shall be non-commercial, non-sectarian and non-partisan. No commercial enterprises of any candidates shall be endorsed by it. The name of the PTO or its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the organization.

4.03 Cooperation.

The PTO may cooperate with other organizations and agencies active in child welfare, such as conference groups or coordinating councils, and may reappoint representatives to work with those organizations and agencies, but the PTO representatives may not commit the PTO to positions without the approval of the Board of Directors.

ARTICLE V

Membership and Dues

5.01 Membership.

Any person who is a parent or guardian of a student of Briargrove Elementary School and any staff member of Briargrove Elementary School shall be eligible to be a member of the PTO. An eligible person shall become a

member by agreeing to uphold the purposes of the PTO and paying the annual dues established by the Board of Directors. The PTO shall conduct an annual enrollment of members, but may admit persons to membership at any time.

5.02 Annual Dues.

The Board of Directors may determine from time to time the annual dues payable to the PTO by Members. Dues shall be payable in advance of the first day of December in each fiscal year.

5.03 Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the Members.

5.04 Termination of Membership.

The Board of Directors, by the unanimous vote of the directors, may suspend or expel a member for cause after an appropriate hearing and may, by majority vote of directors present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a period of four months.

5.05 Resignation.

Any member may resign by filing a written resignation with the Secretary.

ARTICLE VI

Meetings of Members

6.01 Meetings.

Regular meetings of the PTO shall be held as designated by the Board of Directors with there being at least one meeting in the Fall and one in the Spring. The spring meeting shall be the meeting at which the annual reports shall be received. New officers who will take office on August 1 shall be installed at the spring meeting. Special meetings may be called by the Board of Directors upon five days advance notice to the members of the PTO.

6.02 Eligibility to Vote.

The privilege of holding office, making motions, debating, and voting shall be limited to members of the PTO in good standing

6.03 Place of Meeting.

The Board of Directors may designate any place within Harris County, Texas, as the place of meeting for any annual, regular, or special meeting.

6.04 Notice of Meetings.

Written or printed notice stating the place, day, and hour of any meeting of members shall be posted on the bulletin board of Briargrove Elementary of at least five days prior to the meeting. The Board of Directors may give additional notice as it deems appropriate.

6.05 Quorum.

Twenty-five members, present and voting, shall constitute a quorum. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

6.06 Order of Business.

Unless otherwise ordered by the Board of Directors, the order of business for meetings of the organization shall be as follows:

1. Invocation
2. Reading of Minutes
3. Treasurer's Report
4. Reading of Communications
5. Recommendations
6. Report of Committees
7. Unfinished Business
8. New Business
9. Announcements

6.07 Proxies.

No member may cast a vote by proxy.

ARTICLE VII

Board of Directors

7.01 General Powers.

The affairs of the PTO shall be managed by its Board of Directors.

7.02 Number and Qualifications.

The Board of Directors shall consist of the officers of the PTO, the Principal of Briargrove Elementary (or a representative appointed by him or her), at least one other faculty member of Briargrove Elementary selected by the Board of Directors or Principal, and the Chairs of all standing committees.

7.03 Duties.

The duties of the Board of Directors shall be to transact necessary business, to include the designation of a depository of PTO funds, to approve the plans of work of the standing committee chairs and to present reports at the regular meetings of the PTO.

7.04 Meetings.

One meeting of the Board of Directors shall be held within 10 days prior to each regular meeting of the PTO. The time and place may be designated by the President or a majority of the Board. Other meetings of the Board of Directors may be called by the President or by a majority of the Board.

7.05 Expenditures.

The Budget Committee will propose a budget for the next fiscal year and the Board of Directors will approve and adopt the proposed budget at the spring Board of Directors Meeting. The approved budget will then be presented to the PTO general membership at the spring General Meeting. The President and Treasurer shall be authorized to make payments within these budgeted amounts and up to \$1000 over the budgeted amount by budget category.

Requests for expenditures in excess of \$1000 over the budgeted amount by category must be submitted to and approved by the Board of Directors. Expenditures made from the Reserve Fund must be approved by the Board of Directors.

7.06 Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the directors are present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

7.07 Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

7.08 Compensation.

Directors shall not receive any salaries for their services but the directors shall be reimbursed for any out-of-pocket expenses incurred for supplies or for items approved by the Board of Directors.

7.09 Resolutions.

No resolutions may be adopted except by the Board of Directors.

7.10 Informal Action by Directors.

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors.

ARTICLE VIII

Officers

8.01 Officers.

The officers of the PTO shall be a President, President-Elect, Immediate Past-President, Secretary/Parliamentarian, Treasurer, and Treasurer-Elect. These officers shall be elected at an annual meeting to be held after January. Officers shall take office on August 1 and serve for a term of one year or until their successors are elected and installed. No member shall be eligible to hold the same office for two consecutive years.

8.02 Election of Officers.

Nominations for officers shall be made by a nominating committee of nine members, consisting of the officers of the PTO and four at-large members of the Board of Directors. The President, President-Elect, Secretary/Parliamentarian and Treasurer shall each appoint one at-large member of the Nominating

Committee. The Principal and the President shall be ex-officio members. This committee shall be selected at least one month prior to the election of officers at the third General Meeting, and must meet as a body in making their selection of officer nominees at least one week prior to the third General Meeting. The slate of officers shall be reported to the membership by posting them on the bulletin board of Briargrove Elementary or other means chosen by the nominating committee at least one (1) week prior to the election. Additional nominations may be made from the floor with the consent of the nominee first obtained.

8.03 Removal.

Any officer may be removed by a two-thirds vote of the Board of Directors whenever in its judgment the best interests of the PTO would be served by the removal.

8.04 Vacancies.

Vacancies occurring during the term of office shall be filled by the Board of Directors.

8.05 President.

The President can be one member or the office can be held by a member and his or her spouse who will share the duties of the office. The President shall be the principal executive officer of the PTO and shall in general supervise and control all of the business and affairs of the PTO. He or she shall preside at all meetings of the PTO, the Board of Directors and shall be ex-officio member of all committees, including the nominating committee. He or she may sign, with the Secretary or any other proper officer of the PTO authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the PTO; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

8.06 President-Elect.

In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Additionally, the President-Elect shall act as an aide to the President and perform other duties as assigned by the President or organization.

8.07 Immediate Past-President.

The Immediate Past President shall be a member of the Budget Committee and the Nominating Committee. Additionally, the Immediate Past President shall act as an aide to the President and perform other duties as assigned by the President or organization.

8.08 Treasurer.

The Treasurer can be one member or the office can be held by a member and his or her spouse who will share the duties of the office. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the PTO; and in general perform all the duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Treasurer shall present a financial statement at every meeting of the PTO, Board of Directors meetings, and at other times when requested by the Board of Directors. The Treasurer's books shall be subject to review annually by a committee of three members appointed by the President at the request of three or more members.

8.09 Treasurer-Elect.

The Treasurer-Elect shall be responsible for depositing moneys of the PTO in such banks, trust companies, or other depositories as shall be selected in accordance with these By-Laws. Additionally, the Treasurer-Elect shall act as an aide to the Treasurer and perform other duties as assigned by the Treasurer or organization.

8.10 Secretary/Parliamentarian.

The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the PTO, and affix the seal of the PTO to all legal

documents, the execution of which on behalf of the PTO under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the addresses of each member which shall be furnished to the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The Secretary shall be familiar with the parliamentary procedure, and shall, upon request of the presiding officer, rule upon matters of procedure.

ARTICLE IX Committees

9.01 Standing Committees.

There shall be standing committees, appointed by the President and approved by the officers, as may be required to promote the objects and interests of the PTO. Chairs of committees shall be appointed by the President, subject to the approval of the officers. The term of office shall be one year. Chairs of all standing committees shall present plans and work to the Board of Directors. The President of the PTO and the Principal of Briargrove Elementary shall be ex-officio members of all committees. The chairs of the standing committees shall serve as members of the Board of Directors.

9.02 Budget Committee.

The Budget Committee shall consist of the current year's PTO officers, the incoming PTO officers and the PTO Treasurer from the previous year.

9.03 Nominating Committee.

The Nominating Committee shall consist of the current year's PTO officers and four at-large members of the Board of Directors. The President, President-Elect, Secretary/Parliamentarian and Treasurer shall each appoint one at-large member of the Nominating Committee. The Principal and the President shall be ex-officio members.

9.04 Other Committees.

Other committees may be established by the President as deemed necessary to carry out the purposes of the PTO. The chairs of these committees may or may not serve on the Board of Directors.

ARTICLE X Contracts, Checks, Deposits, and Funds

10.01 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the PTO, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the PTO. Such authority may be general or confined to specific instances.

10.02 Checks and Drafts.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the PTO shall be signed by such officer or officers, agent or agents of the PTO and in such manner as provided in these By-Laws or as from time to time determined by the Board of Directors.

10.03 Deposits.

All funds of the PTO shall be deposited from time to time to the credit of the PTO in such banks, trust companies, or other depositories as the Board of Directors may select.

10.04 Gifts.

The Board of Directors may accept on behalf of the PTO any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the PTO.

ARTICLE XI Miscellaneous

11.01 Books and Records.

The PTO shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the PTO may be inspected by any member or his or her agent or attorney for any proper purpose at any reasonable time.

11.02 Fiscal Year.

The fiscal year of the PTO shall begin on the first day of August and end on the last day in July in each year.

ARTICLE XII Amendments

12.01 Amendments.

These By-Laws may be amended at any regular or special meeting of the Board of Directors, provided a quorum is present, by a two thirds vote of the members present and voting, following notice of the proposed amendment at a previous regular or special meeting of the Board of Directors or 30 days prior to the meeting at which the amendment is voted upon.

ARTICLE XIII

Rules of Order

13.01 Rules of Order.

Except as provided in these By-Laws, the rules contained in "Roberts' Rules of Order Newly Revised," or as such may be revised in the future, shall govern the PTO's operation.

CERTIFICATION

I HEREBY CERTIFY that the foregoing is a true, complete and correct copy of the Amended and Restated Bylaws of the Briargrove Elementary PTO, a Texas non-profit corporation, in effect on the date hereof.

IN WITNESS WHEREOF, I hereunto set my hand this 25th day of September 2014.

Bailey Kinney, Secretary